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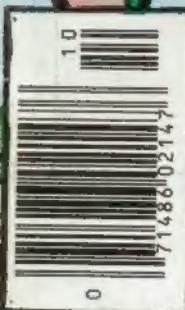
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MARVEL TEAM-UP™

SPIDER-MAN® AND THE GUARDIANS OF THE GALAXY™



FEAR
FROM A
FAR-FLUNG
FUTURE!



STAN LEE
PRESENTS:

SPIDER-MAN AND THE GUARDIANS OF THE GALAXY

CHRIS CLAREMONT * BOB MCLEOD * JOE ROSEN * G. ROUSSOS * ALLEN MILGROM * JIM SHOOTER, FROM A PLOT BY
WRITER GUEST ARTIST LETTERER COLORIST EDITOR EDITOR-IN-CHIEF ALVIN BRODSKY

THIS IS THE D.R.C. TOWER... IT USED TO BE CALLED THE MAGNUM BUILDING, NAMED FOR THE MAN WHO BUILT IT, MOSES MAGNUM--POUNDER AND ONE-TIME HEAD OF THE DETERRENCE RESEARCH CORPORATION.

MAGNUM'S BUSINESS WAS SELLING WEAPONS, EVERYTHING FROM SLING-SHOTS TO H-BOMBS, AND WHILE MAGNUM HIMSELF IS MISSING AND PRESUMED DEAD,¹ THE CORPORATION HE LEFT BEHIND IS DOING BETTER THAN EVER--

--A REALITY OF MODERN LIFE WHICH NO ONE REGRETS MORE THAN THE AMAZING SPIDER-MAN.

EVERY TIME I PASS THIS PLACE, I CAN'T HELP REMEMBERING THE PEOPLE MAGNUM MURDERED IN HIS SOUTH AMERICAN DEATH CAMP.

STORY OF THE YEAR!

THE PUNISHER AND I NAILED THE MAN FOR HIS CRIMES² BUT SOMEHOW, THE D.R.C. GOT OFF SCOT-FREE. I HATE TO SAY IT, BUT OCCASIONALLY, JUSTICE CAN BE TOO BLIND FOR ITS OWN GOOD.

¹SEE X-MEN #119 / ²GIANT-SIZED SPIDER-MAN #4-AL

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I DON'T KNOW WHO'S WORSE--THE GOONS WHO PULL THE TRIGGERS AND DROP THE BOMBS, OR THESE GHOULS IN THREE-PIECE SUITS WHO SELL THEM THE ARMS.

THERE'VE BEEN SOME RUMORS ON THE STREET LATELY THAT THE D.R.C. IS PLANNING SOME BIG, ILLEGAL OPERATION. I INTEND TO FIND OUT WHAT THEY'RE UP TO--AND THEN STOP THEM COLD!

I'VE GOT TO WATCH MY STEP, THOUGH. THIS PLACE MAY LOOK LIKE AN ORDINARY SKYSCRAPER, BUT IN REALITY IT'S A FORTRESS ON FIFTH AVENUE.

UH-OH! MY SPIDER-SENSE IS TINGLING.

WHAT THE HECK--?

WHO'S ME?!

AND WHAT THE BLAZES IS HE DOING HERE?!

THE NAME IS LAWRENCE WHITTIER REYNOLDS III (FRANK TO HIS VERY FEW FRIENDS) ACE JOURNALISM STUDENT AT COLUMBIA UNIVERSITY...

...AND, TO HEAR HIM TELL IT, GOD'S GIFT TO THE TV NEWS.

HE'S ABOUT TO FIND MORE THAN HE BARGAINED FOR.

GEEZ! VOICES--SOMEONE'S COMIN'!

I'LL HIDE IN THIS CLOSET.

A MOMENT LATER, TWO MEN ENTER.

I'VE GOT NOTHING SO FAR. IF I LEAVE THE DOOR AJAR, MAYBE I CAN PICK UP A LEAD.

ONE IS DR. ERIC SALTER, A RENEGADE N.A.S.A. SCIENTIST.

THE OTHER IS MR. CARLSON, MAGNUS'S SUCCESSOR AS HEAD OF THE D.R.C.

AS YOU CAN SEE, MR. CARLSON, ALL IS IN FLAMES...

SHORTZY...

GEEZ! I THOUGHT THOSE GUYS WOULD NEVER LEAVE.

I GOTTA GET ALL I CAN ON TAPE WHILE I GOT THE CHANCE.

FROM WHAT THE OLD GEEZER IN THE LAB COAT SAID, I FIGURE I JUST HIT THE EVER-LOVIN' JACKPOT!

THE D.R.C. IS PLANNIN' A SPACE SHOT TO A PLACE CALLED "DRYDOCK" ORBITING THE EARTH OVER A THOUSAND MILES UP.

THIS ROOM IS SOME KIND A MISSION CONTROL CENTER.

IF I HEARD RIGHT, THAT DRYDOCK IS CRAMMED TO THE GILLS WITH SECRET SCIENTIFIC AN' MILITARY HARDWARE -- AN' THE D.R.C. PLANS TO HIJACK IT!

WHAT A STORY-- AN' IT'S ALL MINE!

GANGWAY, CRONKITE, SNYDER AN' THE REST OF YOU-- 'CAUSE "RAP" REYNOLDS IS MAKIN' HIS MOVE!

FREEZE! WHOEVER YOU...

GEEZ!

BY THE TANJ-- NO!

FOR THE FIRST TIME IN "RAP" REYNOLDS' LIFE, WORDS FAIL HIM...

...AS HE FINDS HIMSELF STANDING FACE-TO-FACE WITH A MAN(?) WHO SPEAKS ENGLISH, YET WHOSE BODY IS MADE OF GLEAMING CRYSTAL.

"RAID" STARTS TO
SPEAK, A THOUSAND
QUESTIONS ON
HIS LIPS, BUT THOU...

GEEZ—THE SECURITY ALARM!

THAT DIAMOND DUDE MUST HAVE SET IT OFF!

...AND DOWN A SIDE CORRIDOR, AT THE MOMENT, HE'S TOO ANGRY WITH HIMSELF TO SPEAK, EVEN IF HE WANTED TO.

HIS NAME IS MARTINEX, DESCENDANT OF EARTH-HUMANS GENETICALLY ENGINEERED TO LIVE ON PLUTO.

WE HEARD ALARMS, MARTINEX. WERE YOU DISCOVERED?

I'M AFRAID SO. HARKOV'S BONES, I MADE MORE MISTAKES TONIGHT... THAN I'VE MADE IN MY ENTIRE LIFE!

BRRRRRRRRNNNGG

HEY! WAIT—
DON'T RUN,
MISTER!

HOW 'BOUT AN INTERVIEW?

THE MYSTERIOUS BEING DOESN'T ANSWER AS HE BOLTS OUT THE DOOR...

HE'S FROM OUR FUTURE, YOU SEE, AND AMONG OTHER THINGS, HE'S A FOUNDING MEMBER—AND THE SCIENCE OFFICER—OF THE GUARDIANS OF THE GALAXY.*

*A TEAM OF 31ST CENTURY FREEDOM FIGHTERS WHO ARRIVED IN OUR ERA IN AVENGERS #167—GUARDIANS ARTIST EMERITUS AL.

STARHAWK, PULL ME UP—QUICKLY!

HIS COMPANIONS ON THE ROOF ARE FELLOW GUARDIANS—EACH, LIKE HIM, THE LAST SURVIVOR OF THEIR RESPECTIVE RACES. THE GIRL IS NIKITA, BORN AND RAISED ON MERCURY.

YOU WERE RIGHT, STARHAWK. THIS DETERRENCE RESEARCH CORPORATION KNOWS OF OUR HEADQUARTERS, DRY DOCK.

THEY'RE PLANNING TO RAID IT!

THE... OTHER IS STARHAWK, CALLED BY SOME THE SAVIOR OF THE COSMOS.

THEIR INFORMATION IS DERIVED SOLELY FROM STOLEN SHIELD FILES. ALL WE HAVE TO DO TO PREVENT THEIR ASSAULT IS MOVE DRYDOCK TO A DIFFERENT ORBIT. WITH OUR CLOAKING DEVICES OPERATIONAL--AND WITHOUT THE SHIELD DATA TO GUIDE THEM--I DOUBT THEY'LL FIND US AGAIN.



NOW, "RAD" REYNOLDS KNOWS HE'S RUNNING FOR HIS LIFE.

I KNEW BREAKING IN HERE
WOULD BE RISKY, BUT
THIS IS INSANE.



SPIDER-MAN!

YOU'RE IN BIG TROUBLE, MISTER. THAT KID'S A THIEF-- I WAS ONLY DOIN' MY DUTY.

YOU HAD NO RIGHT TO STOP ME!

SO SUE ME, ANVIL.
YOU OKAY, FELLA?

WHY ARE CARLSON'S GOONS AFTER YOU, THOUGH? WHAT EXACTLY DID YOU FILM?

I CAN'T TELL YOU THAT.

S
O
D
D
E
R
Y

SPIDER-SENSE... TINGLING!

MOLD IT, LADY! HANDS OFF THAT TAPE DECK!

CRIES-- SHE MOVES LIKE GREASED LIGHTNING. BY THE TIME I'M OUT OF THE ALLEY, SHE'S HALFWAY DOWN THE BLOCK, AND SHE'S GOT THE TAPE!

A WHOLE LOT OF PEOPLE SEEM TO BE INTERESTED IN WHAT THAT GUY PHOTOGRAPHED.



SPIDEY-- WAIT!

HE'S NOT LISTENING. HE'S GOING AFTER THAT GIRL.

BOY-OH- BOY-- WHAT A SCOOP!



AN OUTER SPACE HIJACK ALIENS-- AND SPIDER-MAN, TOO.



NICKI'S PHENOMENAL SPEED TAKES OUR HERO SO MUCH BY SURPRISE THAT BEFORE HE CAN SNAG HER WITH A WEB-LINE SHE'S BOLTED INTO A NEARBY TAXI...



...AND IS ON HER WAY.



7TH AVENUE AND 55TH STREET, PLEASE. AND STEP ON IT!

GOTCHA, LADY.



BIIIIIG MISTAKE, GIRL.

ON FOOT, YOU MIGHT HAVE GIVEN ME THE SLIP.

BUT INSIDE A CAB, IN MIDTOWN TRAFFIC-- NOT A CHANCE.



I'VE GOT A FEW BILLION QUESTIONS, LADY, SO I SURE HOPE YOU SPEAK ENGLISH--'CAUSE I WANT SOME ANSWERS.

I SPEAK ENGLISH, YOU LUMMOX! NOW PUT ME DOWN BEFORE I BRAIN YOU! @!!!#!!

LET'S START SLOW--I'M CALLED SPIDER-MAN; WHERE'RE YOU?

UH-OH--I SENSE TROUBLE!

NO, EARTHMAN. THE TAPE IS OURS, AND OURS IT MUST REMAIN!

GET 'IM, STARHAWK!



-- BUT, BUSHWHACKING A HERO WITH A HANDY-DANDY 100% GUARANTEED SPIDER-SENSE IS NEXT TO IMPOSSIBLE!

STARHAWK!

SHOK!

WILL BOTH OF YOU COOL IT? I'M LOOKING FOR ANSWERS, NOT A FIGHT.

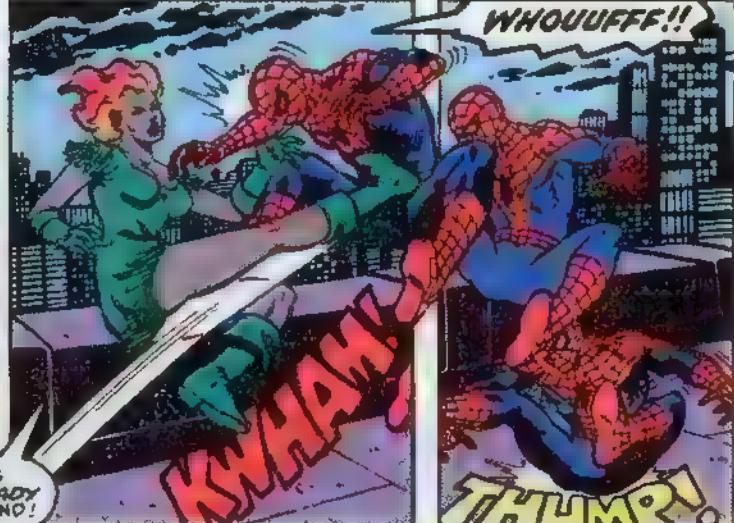
LET'S CALL A TRUCE BEFORE THINGS GET OUT OF HAND!

I'VE GOT NEWS FOR YOU, SPIDER-MAN --



EH--?

--THINGS ARE ALREADY OUT OF HAND!



WHOUUFF!!

THAT TEARS IT, YOU TWO! I TRIED TO BE NICE -- I TRIED TO GIVE YOU A CHANCE TO EXPLAIN YOURSELVES -- AND WHAT DID I GET FOR MY TROUBLES ??

A SIZE-SUCK IN THE GUT!

YOU ASKED FOR THIS, FLAME-BRAIN...

SPIDER-MAN -- STOP!

AND YOU, NIKKI -- BACK OFF!



WE'RE NOT YOUR ENEMIES, SPIDER-MAN

PLEASE -- DON'T BE ALARMED BY MY APPEARANCE

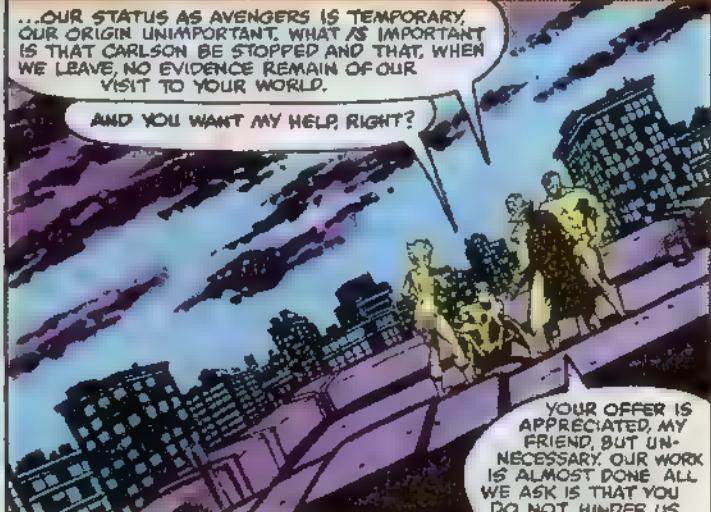


WHY SHOULD I? I RUN INTO TALKING MIRROR-MEN WITH AVENGERS I.D. EVERY DAY.

AS QUICKLY AS POSSIBLE, MARTINEX BRIEFS SPIDEY, COVERING ONLY THE BAREST ESSENTIALS OF THE GUARDIANS MISSION ON EARTH...

...OUR STATUS AS AVENGERS IS TEMPORARY, OUR ORIGIN UNIMPORTANT. WHAT IS IMPORTANT IS THAT CARLSON BE STOPPED AND THAT, WHEN WE LEAVE, NO EVIDENCE REMAIN OF OUR VISIT TO YOUR WORLD.

AND YOU WANT MY HELP, RIGHT?



YOUR OFFER IS APPRECIATED, MY FRIEND, BUT UNNECESSARY. OUR WORK IS ALMOST DONE ALL WE ASK IS THAT YOU DO NOT HINDER US.

AT THAT MOMENT, ON
THE EXECUTIVE FLOOR OF
THE D.R.C. TOWER...

...IT WASN'T MY FAULT, MR. CARLSON!
I HAD THE KID COLD — TILL SPIDER-
MAN BUTTED IN!

ANVIL, I HAD YOU AND YOUR
CELL-MATE,
"HAMMER",
JACKSON
RELEASED FROM
PRISON...

OUR CHAIN! THAT
CRAZY CHAIN THE
ALIEN GAVE US!*

...BECAUSE I NEEDED GOOD
MEN, AND I WAS TOLD YOU
TWO WERE THE BEST.

RECOGNIZE
THIS?

PRECISELY! THE ENERGY SYNTHECON—
GOOD AS NEW.

*IN HULK #182—
AVAILBLE AL.

THAT'S JIVE, MAN! THE HULK
TORE IT TO BITS -- AN' ALMOST
FRIED BOTH OUR BRAINS IN
THE PROCESS!

I UNDERSTAND YOUR
FEARS, ANVIL -- BUT THEY
ARE GROUNDLESS.

MY SCIENTISTS ASSURE
ME THAT, THIS TIME, THE
BOND BETWEEN YOU WILL
NO LONGER BE PSYCHIC,
BUT MERELY PHYSICAL.
YOU CAN REMOVE THE
SYNTHECON WHENEVER--
AND AS OFTEN-- AS
YOU WISH.

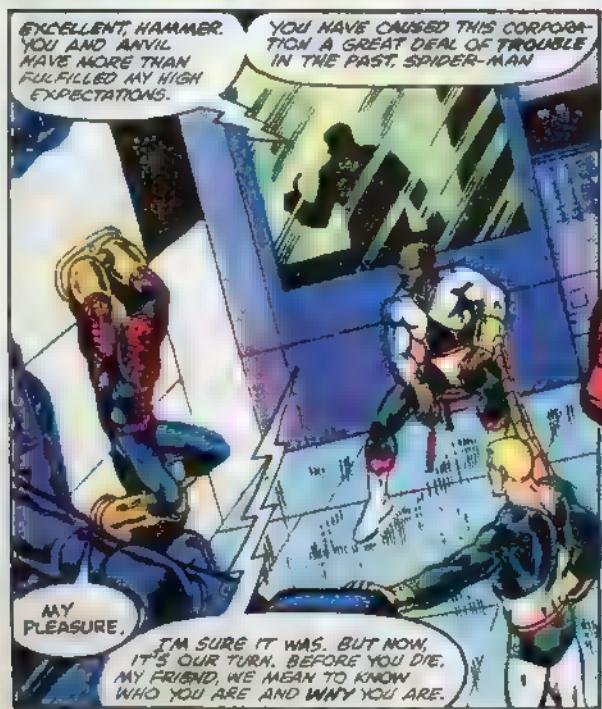
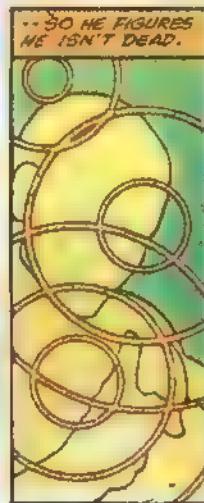
I OFFER YOU
POWER, GENTLE-
MEN -- THE SAME
TREMENDOUS
STRENGTH THE
SYNTHECON GAVE
YOU BEFORE --

SOON... BEINGS FROM OTHER
WORLDS -- I STILL FIND
IT HARD TO BELIEVE, BUT I
SUPPOSE THEY'RE NO
CRAZIER...

YOU KNOW, LIFE WAS A LOT
SIMPLER WHEN I WAS JUST
YOUR BASIC FRIENDLY
"NEIGHBORHOOD"
SPIDER-MAN.

STILL NO SIGN OF THAT PHOTO-
GRAPHER. I'M SURE I HEARD A
CAMERA SHUTTER CLICK AS I
WENT AFTER NIKKI. I PROMISED
MARTINEK I'D GET THAT FILM, TOO.

... THAN THE
WITCH QUEENS,
DEVIL'S DAUGHTERS,
SORCERER-WEREWOLVES
OR OTHER ASSORTED
WACKOS I'VE BEEN
RUNNING INTO LATELY.



BUT EVEN IF THAT GOAL PROVES UNATTAINABLE,
I'LL AT LEAST HAVE THE PLEASURE OF RIDING
MY FIRM OF AN ANNOYING FOE.



A MOMENT LATER-- AFTER SPIDEY HAS WRENCHED FREE OF HIS LEG IRONS-- THE ROOM VIRTUALLY EXPLODES.



IT'S A FIERCE
BRUTAL, NO-
HOLDS-BARRED
FIGHT.

ORDINARILY,
NEITHER
HAMMER
NOR ANVIL
WOULD BE
A MATCH
FOR ANY
ONE OF
OUR HEROES.
THE ENERGY-
SYNTHECOM
HAS CHANGED
ALL THAT.

THE GIFT OF A GRATEFUL
EXTRA-TERRESTRIAL
WHOSE LIFE THE TWO
MEN HAD UNWITTINGLY
SAVED, THE SYNTHECOM
DRAWS ITS POWER FROM
ANY AND ALL FORMS OF
KINETIC ENERGY AROUND IT.

--THEREBY GIVING HAMMER AND ANVIL ALMOST LIMITLESS STRENGTH.

WELL, WHADDAYA KNOW?
THESE BOZOS MAY BE
INCRDIBLY STRONG--

-- BUT
THEY'RE NOT
INVULNERABLE.

HAMMER'S DOWN-- HE
SHOULD BE, TOO. HE
TOOK ONE OF MY BEST
SHOTS.

IF I MOVE FAST ENOUGH, MAYBE
I CAN FLATTEN ANVIL AS WELL!

I CAN GUESS YOUR NEXT
MOVE, BUG-BOY-- BUT IT
AIN'T GONNA WORK!

HANG LOOSE,
PARTNER!
'CAUSE IT'S
TIME TA PLAY--

-- CRACK
THE WHIP!



THE CHAIN
IS THE KEY.
MY FRIENDS.

DESTROY IT, AND THE BATTLE
IS WON!

OW!!

THAT HURT,
BUSTER! BUT
NOT ENOUGH
TA STOP ME!

SHRUGGING OFF STARHAWK'S COHERENT LIGHT BEAM,
ANVIL LUNGES FOR THE GUARDIAN'S HEART...

...ONLY TO BE LITERALLY FROZEN IN HIS TRACKS BY A BLAST OF EXTREME COLD FIRED BY MARTINEX.



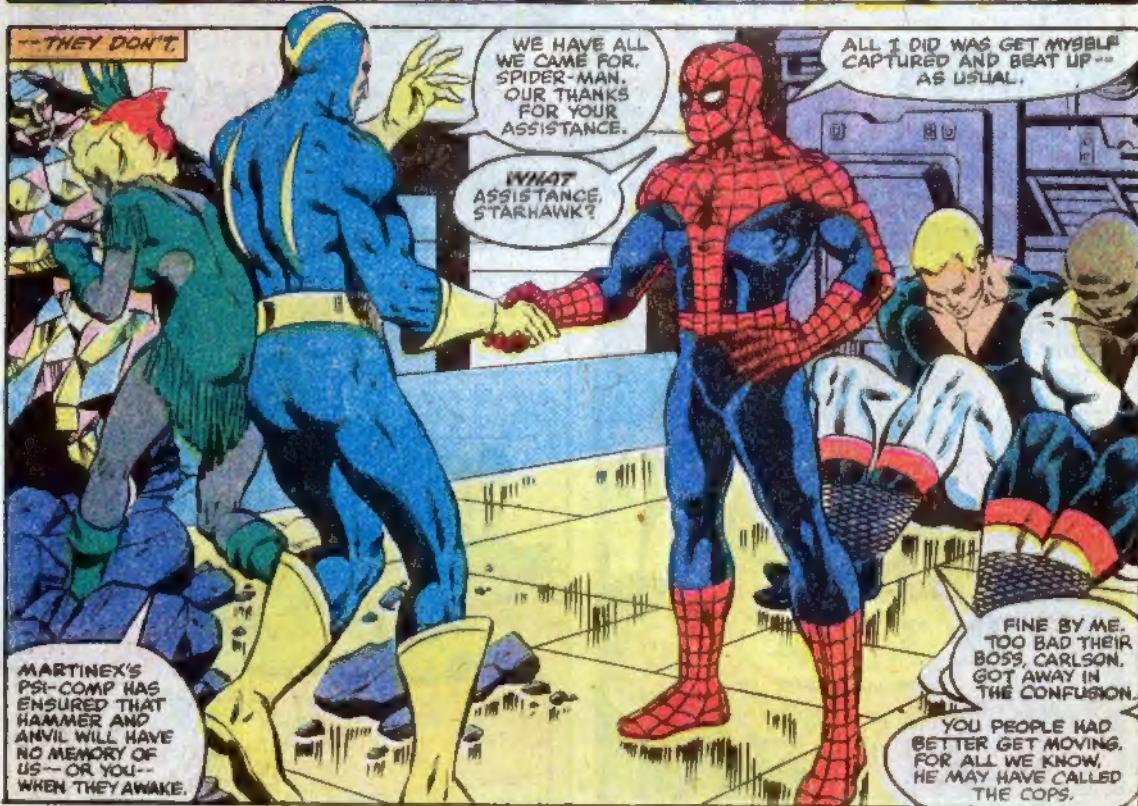
... LOWERING ITS TEMPERATURE QUICKLY TOWARDS ABSOLUTE ZERO.



I'VE GOT TO MOVE FAST! THAT INTENSE COLD SHOULD MAKE THE SYNTHECOM INCREDIBLY BRITTLE. SO, WITH LUCK, ONE GOOD TUG--



--THEY DON'T.



A FEW MINUTES LATER, ATOP THE D.R.C. TOWER...

SO LONG, FOLKS! HAVE A GOOD TRIP BACK TO UH, WHEREVER!



BESIDES, I CAME HERE TO FIND OUT IF THE D.R.C. WAS PLANNING A CRIMINAL OPERATION. THEY WERE, AND I HELPED STOP IT. THAT SHOULD-- HMM?

WHAT THE HECK ARE YOU DOING UP HERE? !?



I SHOULDN'T SOUND SO DISCOURAGED, SO WHAT IF I SPENT MOST OF THE NIGHT BEING A BOZO-- ACCOMPLISHING NOTHING? IT'S NOT THE FIRST TIME. PROBABLY WON'T BE THE LAST EITHER.



THERE GOES MY MILLION DOLLAR STORY!

I'M GLAD YOU MENTIONED THAT, KID.

IT REMINDS ME OF SOMETHING I PROMISED A FRIEND I'D DO. SORRY...

YOU MASKED MANIAC! THAT'S MY FUTURE YOU JUST DESTROYED!



WELL, I LOST MY VIDEO-TAPE OF THE ALIENS, BUT AT LEAST I'VE GOT MY STILL PIX.

I KNOW HOW HE FEELS! MY AUTOMATIC CAMERA GOT SOME GREAT SHOTS OF ME FIGHTING THE GUARDIANS--



--BUT I EXPOSED THAT ROLL, TOO.

THWAP!

YOU KNOW, KID-- IT'S NOT POLITE TO THROW A PUNCH ON THE FIRST DATE.



TA-TAA!

JMWRRGGPF! I'LL GET YOU FOR THIS, MISTER! IF IT TAKES THE REST OF MY LIFE-- IF IT'S THE LAST THING I DO--

--I'LL MAKE YOU PAY!!

SPIDEY STARTS TO REPLY-- THEN THINKS BETTER OF IT AND HEADS HOME TO BED. IT'S BEEN A LONG NIGHT AND, BOY, IS HE GLAD IT'S OVER.

NEXT:

IF YOU HEAR THE PANTHER ROAR